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ARTICLES OF AMENDMENT

OF

CAPITOL CITY RADIO PARTNERS, INC.

PURSUANT TO SECTION 607.1006 OF THE FLORIDA BUSINESS CORPORATION ACT, THE UNDERSIGNED CORPORATION ADOPTS THESE ARTICLES OF AMENDMENT.

FIRST:

THE NAME OF THE CORPORATION IS CAPITOL CITY RADIO

PARTNERS, INC...

SECOND: THE ARTICLES OF INCORPORATION OF THIS CORPORATION ARE AMENDED BY CHANGING THE ARTICLE NUMBERED III SO THAT, AS

AMENDED, SAID ARTICLE SHALL READ AS FOLLOWS:

THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS SIXTY THOUSAND (60,000) TO BE DIVIDED INTO CLASSES OF 49,000 COMMON VOTING AND 20,000 COMMON NON-VOTING.

THIRD:

THE AMENDMENT TO THE ARTICLES OF INCORPORATION OF THE

CORPORATION SET FORTH ABOVE WAS ADOPTED ON FEBRUARY 2,

1998.

FOURTH: PRIOR TO THE ISSUANCE OF SHARES, THE AMENDMENT WAS

ADOPTED BY THE BOARD OF DIRECTORS WITHOUT

SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT

REQUIRED.

SIGNED ON February 2, 1998

CAPITOL CITY RADIO PARTNERS, INC.

ME E. CAPLAN, ASSISTANT SECRETARY